

Debtor Scintilla Pharmaceuticals, Inc.
Name

Case number (if known) _____

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Scintilla Pharmaceuticals, Inc.

2. All other names debtor used in the last 8 years _____

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 47-4207956

4. Debtor's address

Principal place of business**Mailing address, if different from principal place of business**7 Switchbud Place, Suite 192-5134955 Directors Place

Number Street

Number Street

P.O. Box 513The Woodlands TX 77380San Diego CA 92121

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of businessMontgomery

County

Number Street

City State Zip Code

5. Debtor's website (URL) <https://sorrentotherapeutics.com/>6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Scintilla Pharmaceuticals, Inc.
Name

Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
3254 (Pharmaceutical and Medicine Manufacturing)

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check One:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the **Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11** (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No
- ☐ Yes

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
	MM/DD/YYYY	
District _____	When _____	Case number _____
	MM/DD/YYYY	

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes

Debtor Sorrento Therapeutics, Inc.

District Southern District of Texas

Relationship Affiliate

List all cases. If more than 1, attach a separate list.

Case number, if known _____

When: 02 / 13 / 2023

MM / DD / YYYY

Debtor Scintilla Pharmaceuticals, Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property?

Number Street

City State Zip Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors¹

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

¹ The Debtors' estimated number of creditors, assets, and liabilities noted here are provided on a consolidated basis.

Debtor Scintilla Pharmaceuticals, Inc.
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02 / 13 / 2023
MM/ DD / YYYY

x /s/ 
Signature of authorized representative of debtor

Dr. Henry Ji
Printed name

Title Chief Executive Officer

18. Signature of attorney

x /s/ Matthew D. Cavanaugh Date 02 / 13 / 2023
Signature of attorney for debtor MM/DD/YYYY

Matthew D. Cavanaugh

JACKSON WALKER, LLP

Firm name

1401 McKinney Street, Suite 1900

Number Street

Houston

City

Texas

State

77010

ZIP Code

(713) 752-4200

Contact phone

mcavanaugh@jw.com

Email address

24062656

Bar number

Texas

State

Fill in this information to identify the case:

Debtor name Scintilla Pharmaceuticals, Inc.
 United States Bankruptcy Court for the: Southern District District of Texas
 (State)
 Case number (if known): 23-XXXXX

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	NantCell, Inc. 9920 Jefferson Blvd Culver City, CA 90232						\$156,829,562.00
2	NANTibody LLC 9920 Jefferson Blvd Culver City, CA 90232						\$16,681,521.00
3	Paul Hastings LLP 515 S Flower St Suite 2500 Los Angeles, CA 90071						\$11,470,493.00
4	JB Pacific, Inc. 11633 Sorrento Valley Rd Suite 103 San Diego CA 92121						\$4,485,396.00
5	Latham & Watkins LLP 555 Eleventh St NW Suite 1000 Washington, DC 20004						\$3,888,196.00
6	Aditus Partners, LLC 568 Garden Way Edgewood KY 41017						\$2,800,000.00
7	Mayo Clinic 200 First St SW MN Biobusiness 4 Rochester, MN 55905						\$2,246,974.00
8	Global Life Sciences Solutions USA LLC 100 Results Way Marlborough, MA 01752						\$1,382,227.00

Debtor Name Scintilla Pharmaceuticals, Inc.Case Number 23-XXXXX

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Ernst & Young U.S. LLP 200 Plaza Dr Secaucus NJ 07094						\$1,080,000.00
10	Precision Oncology Acquisition Co. Inc. (DBA: Precision for Medicine) 200 Route 31 North, Suite 102 Flemington, NH 08822						\$1,065,422.00
11	Synova Pesquisa Cientifica LTDA. Av. Brigadeiro Faria Lima, n 1912, 8 Floor 8B Jardim Paulistano, Sau Paulo San Paulo, 01451-907 Brazil						\$872,760.00
12	Cooley LLP 101 California St 5th Floor San Francisco, CA 94111-5800						\$783,394.05
13	Indena, Banca Popolare DI Milano AG 24 Milano ABI 05584 CAB 01624 C/C 6733 Italy						\$732,870.66
14	Karolinska Institutet Department of Medicine Huddinge, 171 77 Stockholm Sweden						\$591,701.73
15	Linical Accelovance America, Inc. 789 SW Federal Hwy Suite 212 Stuart FL 34994						\$548,559.91
16	First Insurance Funding 450 Skokie Blvd Suite 1000 Northbrook, IL 60062						\$547,895.04
17	Worldwide Clinical Trials Scilex 3800 Paramount Pkwy Suite 400 Morrisville NC 27560						\$537,134.21
18	Life Technologies Corp. 12088 Collection Center Dr Chicago IL 60693						\$499,735.62
19	Emas Pharma Limited Knowl Piece, Wilbury Way Hitchin, SG4 0TY United Kingdom						\$492,943.93
20	Protiviti Inc. 2613 Camino Ramon San Ramon CA 94583						\$483,801.07

Debtor Name **Scintilla Pharmaceuticals, Inc.**

Case Number **23-XXXXX**

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	AB Sciex LLC 62510 Collections Center Dr Cook, IL 60693						\$476,594.51
22	Charles River Laboratories PO Box 27812 New York, NY 10087						\$475,917.41
23	Roger Williams Medical Center Office of Research Administration Providence, RI 02908						\$472,600.35
24	Advance Instruments LLC PO Box 23302 New York, NY 10087						\$410,232.00
25	BSP Pharmaceuticals Via Appia km. 65, 651 04013 Latina Scalo (LT) Italy						\$359,440.43
26	Human Gene Exploration Technologies LLC (Hugenx) 530 Technology Dr, Suite 100 Irvine, CA 92618						\$299,275.00
27	Trilink Bio PO Box 889189 Los Angeles, CA 90088-9189						\$292,657.00
28	Morris, Nichols, Arsht & Tunnell LLP 1201 N Market St, 16th Floor Wilmington, DE 19801						\$274,726.39
29	Baker Botts L.L.P. PO Box 301251 Dallas TX 75303-1251						\$257,051.67
30	Silex Microsystems PO Box 595 175 26 Jarfalla Sweden						\$242,443.00

* The Debtor reserves its right to amend this list as needed.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
Scintilla Pharmaceuticals, Inc.)	Case No. 23- _____ ()
)	
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS¹

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor and debtor in possession (the “Debtor”) respectfully represents that the following is the list of holders of the Debtor’s sole class of equity or membership interests:

- ☐ There are no equity security holders or corporations that directly or indirectly own 10% or more of any class of the Debtor’s equity interest.
- ☒ The following are the Debtor’s equity security holders (list holders of each class, showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder):

Name and Last Known Address of Place of Business of Holder	Percentage of Interests Held
Sorrento Therapeutics, Inc. 4955 Directors Place San Diego, CA 92121	100% of Stock

¹ This list serves as the required disclosure by the Debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the Chapter 11 Case.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
Scintilla Pharmaceuticals, Inc.)	Case No. 23- _____ ()
)	
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Equity Interest Holder	Percentage of Equity Interests Held
Sorrento Therapeutics, Inc.	100%

Fill in this information to identify the case and this filing:	
Debtor Name	Scintilla Pharmaceuticals, Inc.
United States Bankruptcy Court for the:	Southern District of Texas
	(State)
Case number (If known):	

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets-Real and Personal Property (*Official Form 206A/B*)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (*Official Form 206D*)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (*Official Form 206E/F*)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (*Official Form 206G*)
- ☐ Schedule H: Codebtors (*Official Form 206H*)
- ☐ Summary of Assets and Liabilities for Non-Individuals (*Official Form 206Sum*)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (*Official Form 204*)
- ☒ Other document that requires a declaration: List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

02 / 13 / 2023
MM/ DD/YYYY

☒ /s/



Signature of individual signing on behalf of debtor

Dr. Henry Ji

Printed name

Chief Executive Officer

Position or relationship to debtor

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
SCINTILLA PHARMACEUTICALS, INC.
a Delaware corporation**

WHEREAS, management of **SCINTILLA PHARMACEUTICALS, INC.** (the “**Corporation**”) seeks approval from the Corporation’s Board of Directors (the “**Board**”) of a proposal whereby the Corporation would (A) file a voluntary petition in the United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) pursuant to Chapter 11 of the United States Bankruptcy Code (the “**Chapter 11 Filing**,” and such case, the “**Chapter 11 Case**”), (B) in connection therewith, have the power and authority to effectuate any postpetition financing transactions that may arise during the Chapter 11 Case, such as the incurrence of secured or unsecured debt or equity financing or the consensual or nonconsensual use of cash collateral (each, a “**Financing Transaction**”), and (C) evaluate other potential strategic transactions that may arise within or related to the Chapter 11 Case (the “**Potential Transactions**”); and

WHEREAS, in connection therewith, the Corporation seeks to appoint Mr. Mohsin Meghji as Chief Restructuring Officer of the Corporation; and

WHEREAS, in further connection therewith, the Corporation seeks to retain certain outside advisors, including M3 Partners (as financial advisor and investment banker), Jackson Walker LLP (as restructuring counsel), Latham & Watkins LLP (as special corporate, finance, and litigation counsel), and Stretto (as claims and noticing agent); and

WHEREAS, the Board has reviewed and considered the circumstances of the Corporation, including its current and future liabilities and strategic alternatives, and has determined that a Chapter 11 Filing is in the Corporation’s best interests; and

WHEREAS, the Board wishes to provide the Corporation with authority to commence a Chapter 11 Case, effectuate any Financing Transaction, and evaluate any other Potential Transactions.

CHAPTER 11 FILING

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes the Corporation to, working with its outside advisors, effectuate the Chapter 11 Filing, commence the Chapter 11 Case, and evaluate the Potential Transactions; and it is further

RESOLVED, that each proper officer of the Corporation be, and hereby is, acting singly, authorized to take all such steps and do all such acts and things as they shall deem necessary or advisable to commence the Chapter 11 Case, including, but not limited to, employing and retaining all assistance by legal counsel and accountants, financial advisors, and other professionals; executing, verifying, and delivering a voluntary petition in the name of the Corporation under Chapter 11 of the United States Bankruptcy Code and causing the same to be filed with the Court together with the execution, delivery and filing of any

other documents and customary first day pleadings; and the taking of any and all other actions necessary or desirable to make, execute, verify, and file all applications, certificates, documents, or other instruments and to do any and all acts and things that are necessary, advisable, or appropriate in order to carry out the intent and purpose of any and all of the foregoing resolution to commence Chapter 11 Case for the Corporation; and it is further

CHAPTER 11 PROFESSIONALS

RESOLVED, that Mr. Mohsin Meghji shall serve as Chief Restructuring Officer of the Corporation and shall have the powers and duties as set forth in his engagement letter, for the term set forth in such letter or, if earlier, until his earlier resignation or removal; and it is further

RESOLVED, that the Corporation is authorized, directed, and empowered to employ and retain M3 Partners as financial advisor and investment banker for the Chapter 11 Case, pursuant to the terms of its engagement letter and subject to Court approval; and it is further

RESOLVED, that the Corporation is authorized, directed, and empowered to employ and retain Jackson Walker LLP as restructuring counsel (for purposes of section 327(a) of the Bankruptcy Code) for the Chapter 11 Case, pursuant to the terms of its engagement letter and subject to Court approval; and it is further

RESOLVED, that the Corporation is authorized, directed, and empowered to employ and retain co-counsel and conflicts counsel (pursuant to section 327(a) of the Bankruptcy Code) for the Chapter 11 Case, subject to Court approval; and it is further

RESOLVED, that the Corporation is authorized, directed, and empowered to employ and retain Latham & Watkins LLP as special corporate, financing, and litigation counsel (for purposes of section 327(e) of the Bankruptcy Code) for the Chapter 11 Case, pursuant to the terms of its engagement letter and subject to Court approval; and it is further

RESOLVED, that the Corporation is authorized, directed, and empowered to employ and retain Stretto as claims and noticing agent for the Chapter 11 Case, pursuant to the terms of its engagement letter and subject to Court approval; and it is further

FINANCING TRANSACTION

RESOLVED, that, in connection with such Chapter 11 Case the Corporation be, and hereby is, authorized to (x) enter into one or more agreements to consummate one or more Financing Transactions and (y) take all actions contemplated thereby, in each case to the extent a proper officer of the Corporation shall deem it necessary or appropriate; and it is further

RESOLVED, that, in any connection with the Chapter 11 Case and any such Financing Transaction, the Corporation be, and hereby is, authorized to grant a security interest in, pledge, or otherwise encumber, as security for the obligations under any such Financing Transaction, the assets of the Corporation, to the extent a proper officer of the Corporation shall deem it necessary or appropriate; and it is further

RESOLVED, that, in connection with the Chapter 11 Case and any such Financing Transaction, each proper officer of the Corporation is hereby authorized and empowered to do or cause to be done all such acts or things and to execute and deliver, or cause to be executed and delivered, under seal or otherwise, acting alone or in combination, all such acts, acknowledgments, affidavits, agreements, certificates, documents, filings, instruments, letters, notices, recordings, statements, transactions, waivers or undertakings (including, without limitation, any and all certificates and notices required to be given or made under the terms, conditions or provisions of any of the agreements, documents or instruments executed therewith), in the name and on behalf of any Corporation and on behalf of each of the Corporation's direct or indirect subsidiaries, required by the Financing Transaction, to the extent a proper officer of the Corporation shall deem it necessary or appropriate; and it is further

GENERAL AUTHORIZATION; RATIFICATION OF PAST ACTS

RESOLVED, that the Corporation's President be, and hereby is, directed to cause a copy of these Resolutions of the Board of Directors to be inserted into the minute book of the Corporation; and it is further

RESOLVED, that the "proper officers" of the Corporation shall mean the Corporation's Chief Executive Officer, President, Treasurer, or Chief Restructuring Officer; and it is further

RESOLVED, that any proper officer's execution of any document or performance of any act, in each case, authorized by the foregoing resolutions or any document executed or act performed, in each case, by any proper officer in the accomplishment of any action or actions so authorized, is (or shall become upon delivery) the enforceable and binding act and obligation of the Corporation, without the necessity of the signature or attestation of any other officer or representative of the Corporation; and it is further

RESOLVED, that the proper officers be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to (1) make or cause to be made such agreements, amendments, instruments, filings and applications; (2) execute and deliver or cause to be executed or delivered such agreements, amendments, instruments, filings and applications; and (3) do or cause to be done such acts and things, in each case as each such proper officer deems necessary, appropriate or advisable in order to implement the intent and purposes of the foregoing resolutions, and that any and

all prior acts, acknowledgments, affidavits, agreements, certificates, documents, filings, instruments, letters, notices, recordings, statements, transactions, waivers or undertakings done (or not done) on behalf of the Corporation consistent with the foregoing resolutions be, and the same hereby are, adopted, authorized, ratified, approved and confirmed in all respects as acts of the Corporation.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of Scintilla Pharmaceuticals, Inc., a Delaware corporation, hereby consent to and adopt the foregoing resolutions as of February 12, 2023, and waive the requirement that a meeting be held to accomplish the same.

Dr. Henry Ji

Henry Ji, Ph.D.

United States Bankruptcy Court
Southern District of Texas

Notice of Bankruptcy Case Filing

A bankruptcy case concerning the debtor(s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 02/13/2023 at 12:48 AM and filed on 02/13/2023.

Scintilla Pharmaceuticals, Inc.

7 Switchbud Place
Suite 192-513
PO Box 513
The Woodlands, TX 77380
Tax ID / EIN: 47-4207956



The case was filed by the debtor's attorney:

Matthew D Cavanaugh

Jackson Walker LLP
1401 McKinney Street
Ste 1900
Houston, TX 77010
713-752-4200

The case was assigned case number 23-90084 to Judge Christopher M. Lopez.

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page <http://www.txs.uscourts.gov/> or at the Clerk's Office, United States Bankruptcy Court, PO Box 61010, Houston, TX 77208.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

Nathan Ochsner
Clerk, U.S. Bankruptcy Court